IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.235 OF 2006
CONNECTED WITH
COMPANY APPLICATION NO.517 OF 2005

Asian Electronics Limited Petitioner

Mr.Ananth Iyengar for petitioner.

Mr.C.J.Joy with Mr.R.C.Master and N.D.Sharma i/by Mr.T.C.Kaushik for Regional Director.

CORAM : S.C.DHARMADHIKARI, J.

DATE : 28th July 2006

PC :

1. Heard Shri Iyengar appearing for petitioners and Shri Joy appearing for Regional Director.

2. Shri Iyengar states that the petition for seeking sanction to the scheme of arrangement at the instance of transferor company is pending before Madras High Court and this petition be granted subject to sanction of Madras High Court to the scheme in the petition of the transferor company.

3. The scheme of arrangement seeks to transfer

the Lighting Division of the transferor company to the transferee company. The petitioner is the transferee company. The petitioner has complied with all requirements of law including setting out material and relevant particulars with regard to the scheme. A copy of the scheme is annexed. The salient features of the scheme are pointed out and Shri Iyengar submits that by inadvertence there is a typographical error in page 14, para (i) and the word "shareholders" is missing. He seeks leave to amend the petition to incorporate this word. leave granted.

4. The scheme has been examined by the Registrar of Companies who has forwarded his report to the Regional Director. The Regional Director has filed an affidavit setting out his no objection to the sanction of the scheme, as it is not prejudicial to the interest of share holders and creditors. However, Shri Joy invites my attention to the fact that the scheme envisages increase in authorised share capital of the transferee company. Therefore, the company must comply with Sections 94/97 of the Companies Act, 1956. Shri Iyengar undertakes to comply with all necessary and relevant provisions regarding increase in share capital.

5. In the light of the report of the Registrar of Companies and the affidavit of the Regional Director, so also averments in the petition, I am of the view that the scheme deserves to be sanctioned.

6. Company Petition is made absolute in terms of prayer clauses (a) to (h). However, the sanction is subject to the order of Madras High Court in the pending petition of the transferor company.

7. Filing and issuance of drawn up order is dispensed with. All concerned to act on an ordinary copy of this order authenticated by Company Registrar of this Court. Costs of Rs.2,500/- is quantified to be paid to the Regional Director.

(S.C.DHARMADHIKARI, J.)